

EXHIBIT C

**AMENDMENT TO THE
DELPHI SALARIED RETIREES
ASSOCIATION BENEFIT TRUST AGREEMENT**

WHEREAS, Delphi Corporation and its domestic affiliates (collectively “Delphi”) filed petitions for relief under chapter 11 of the United States Bankruptcy Code, 11 U.S.C. § 101-1330, in the Bankruptcy Court for the Southern District of New York (the “Court”), Case No. 05-44481 (Jointly Administered) (the “Bankruptcy Cases”); and

WHEREAS, Delphi sought to eliminate its retiree benefit obligations for its salaried retirees. On February 24, 2009 the Court Ordered that a Committee of Salaried Retirees be selected by the United States Trustee in the Bankruptcy Cases to represent certain affected salaried retirees (the “1114 Committee”); and

WHEREAS, after extensive negotiation, Delphi compromised on a settlement (the “Settlement”) with the Committee of Eligible Salaried Retirees (the “Retirees’ Committee”) and the Delphi Salaried Retirees’ Association (the “Association”), in complete and final resolution of the Retirees’ Committee’s and the Association’s appeals of the OPEB Termination Orders in return for funding a VEBA trust to be created and administered by the 1114 Committee and/or a designee thereof, said Settlement being approved by the Court on April 2, 2009; and

WHEREAS, the 1114 Committee appointed a VEBA Committee and together the committees established the DSRA Benefit Trust (the “VEBA”) through the adoption of its underlying Trust Agreement, formally known as the Delphi Salaried Retirees Association Benefit Trust Agreement for purposes consistent with the terms of the Settlement; and

WHEREAS, during a hearing held on September 24, 2010 by the Court, the Court has instructed the VEBA Committee to amend the Trust Agreement and the Bylaws to provide for staggered VEBA Committee Member terms and elections of future VEBA Committee Members by the applicable beneficiaries to the extent such amendments are consistent with the Employee Retirement Income Security Act of 1974, as amended; and

WHEREAS, pursuant to Section 10.3 of the Trust Agreement, the VEBA Committee has the authority to amend the Trust Agreement to provide that Members of the VEBA Committee will be subject to election by applicable beneficiaries as requested by the Court;

NOW, THEREFORE, the VEBA Committee hereby amends the Trust Agreement, effective as of November 1, 2010 in the following particulars:

1. By adding the following to the end of Section 10.3:

“The VEBA Committee may not amend the Trust Agreement to eliminate the election of VEBA Committee Members by Current Retirees unless an order to do so is granted by a court of competent jurisdiction.”

2. By replacing the text of Section 11.3 with the following:

“It is the responsibility of the VEBA Committee to cause and ensure election of new VEBA Committee Members through voting by Current Retirees, notwithstanding the ability of the VEBA Committee to fill mid-term vacancies by appointing a successor VEBA Committee Member to fill the remainder of the vacated term. The term of each VEBA Committee Member and the selection and duties of the VEBA Committee Officers are set forth in the Bylaws, as may be amended from time-to-time pursuant to the terms of the Bylaws.”

3. By adding “, other than for purposes of VEBA Committee Member elections by Current Retiree voting,” after the word “Agreement” and before the word “telephone” where those words appear in the first sentence of Section 16.8.

4. By adding the following as the last sentence of Section 16.8:

“For purposes of VEBA Committee Member elections by Current Retirees voting, electronic mail or other electronic communication may be utilized in lieu of, or in addition to, the option of paper notices and balloting.”

IN WITNESS WHEREOF, the VEBA Committee has caused this Amendment to be executed on its behalf this ____ day of October, 2010, but effective as of November 1, 2010.

VEBA COMMITTEE

By: Den Black

By: Carol Harvey-Light

By: Vince Wilson

By: James Baker

By: Marianne Baker

By: Joe McHugh

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**AMENDMENT TO BYLAWS OF
DELPHI SALARIED RETIREES
ASSOCIATION BENEFIT TRUST**

The undersigned, being all of the members of the VEBA Committee of the Delphi Salaried Retirees Association Benefit Trust (the "VEBA"), a not-for-profit Delaware corporation, pursuant to the authority granted under the Articles of Incorporation and Bylaws of the VEBA (the "Bylaws") hereby consents to the following amendments to the Bylaws of the VEBA, in writing, without a meeting:

WHEREAS, Delphi Corporation and its domestic affiliates (collectively "Delphi") filed petitions for relief under chapter 11 of the United States Bankruptcy Code, 11 U.S.C. § 101-1330, in the Bankruptcy Court for the Southern District of New York (the "Court"), Case No. 05-44481 (Jointly Administered) (the "Bankruptcy Cases"); and

WHEREAS, Delphi sought to eliminate its retiree benefit obligations for its salaried retirees. On February 24, 2009 the Court Ordered that a Committee of Salaried Retirees be selected by the United States Trustee in the Bankruptcy Cases to represent certain affected salaried retirees (the "1114 Committee"); and

WHEREAS, after extensive negotiation, Delphi compromised on a settlement (the "Settlement") with the Committee of Eligible Salaried Retirees (the "Retirees' Committee") and the Delphi Salaried Retirees' Association (the "Association"), in complete and final resolution of the Retirees' Committee's and the Association's appeals of the OPEB Termination Orders in return for funding a VEBA trust to be created and administered by the 1114 Committee and/or a designee thereof, said Settlement being approved by the Court on April 2, 2009; and

WHEREAS, the 1114 Committee appointed a VEBA Committee and together the committees established the DSRA Benefit Trust (the "VEBA") through the adoption of its underlying Trust Agreement, formally known as the Delphi Salaried Retirees Association Benefit Trust Agreement and through the adoption of the Bylaws for purposes consistent with the terms of the Settlement; and

WHEREAS, during a hearing held on September 24, 2010 by the Court, the Court has instructed the VEBA Committee to amend the Trust Agreement and the Bylaws to provide for staggered VEBA Committee Member terms and elections of future VEBA Committee Members by the applicable beneficiaries to the extent such amendments are consistent with the Employee Retirement Income Security Act of 1974, as amended; and

WHEREAS, pursuant to Article XII of the Bylaws and Section 6.2(C) of the Trust Agreement, the VEBA Committee has the authority to amend the Bylaws, subject to the approval of the 1114 Committee which approval was provided at the September 24, 2010 hearing held by the Court, to provide that Members of the VEBA Committee will be subject to election by applicable beneficiaries as requested by the Court;

NOW, THEREFORE, the VEBA Committee hereby amends the Bylaws, effective as of November 1, 2010 in the following particulars:

1. By adding the following as a new subsection 2.2(c) and renumbering the current subsections 2.2(c) through(e) accordingly:

“(c) Cause the election of VEBA Committee Members by Current Retiree, as that terms is defined in the Trust Agreement, and develop and maintain election procedures that provide appropriate notices to Current Retirees regarding openings, nominees, election dates and voting methodology that may include electronic and/or written communications and/or balloting.”

2. By replacing the text of Section 2.3 with the following:

“The current VEBA Committee is comprised of the following members with the following term expiration dates:

<u>Committee Member</u>	<u>Term Expires</u>
Den Black	June 2012
James Baker	June 2012
Marianne Baker	June 2012
Carol Harvey-Light	June 2013
Vince Wilson	June 2013
Joe McHugh	June 2014
Open	June 2014.

The replacement of Committee Members as well as the selection of a new Committee Member to fill the current open seat will be accomplished through annual elections to be held in May of each year among Current Retirees. The first election will be held in May of 2011 for the purpose of filling the one open seat on the VEBA Committee. Elections will be held in May of each subsequent year to determine the replacements for the Committee Members whose terms expire in June of that year. All Committee Members, beginning with individual elected to fill the open seat, will serve a three-year term. A Committee Member may serve multiple terms if so elected by the Current Retirees. Any vacancies occurring on the VEBA Committee as a result of resignation, death or removal will be filled by a majority vote of the VEBA Committee and such successor Committee Member shall serve the remainder of the former Committee Member’s term”

IN WITNESS WHEREOF, the VEBA Committee has caused this Amendment to be executed on its behalf this ____ day of October, 2010, but effective as of November 1, 2010.

VEBA COMMITTEE

By: Den Black

By: Carol Harvey-Light

By: Vince Wilson

By: James Baker

By: Marianne Baker

By: Joe McHugh

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